

EXHIBIT A

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GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue N.W., Suite 1200
Washington, D.C. 20006
Telephone: (202) 857-0620
Facsimile: (202) 659-4503
Lonie A. Hassel
Special Employee Benefits Counsel for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
DELPHI CORPORATION, <u>et al.</u>,	: Case No. 05-44481 (RDD)
	: Jointly Administered
Debtors.	
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN SUPPORT OF SECOND
INTERIM FEE APPLICATION OF GROOM LAW GROUP, CHARTERED FOR
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Lonie A. Hassel, hereby certify that:

1. I am a principal with the applicant firm, Groom Law Group, Chartered (“Groom”), and I am the attorney with responsibility for the engagement of Groom as special employee benefits counsel to Delphi Corporation and certain of its direct and indirect subsidiaries, as debtors-and-debtors-in-possession (collectively, the “Debtors”), and, in that capacity, I am responsible for compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Order Pursuant to

Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the “Administrative Order,” collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Groom’s Second Interim Fee Application, dated July 31, 2006 (the “Second Interim Fee Application”), for interim compensation and reimbursement of expenses for the period commencing February 1, 2006, through and including May 31, 2006 (the “Second Interim Period”) in accordance with the Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Second Interim Fee Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Groom and generally accepted by Groom’s clients; and
- d. in providing a reimbursable service, Groom does not make a profit on that service, whether the service is performed by Groom in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines, and as required by the Administrative Order, I certify that Groom has complied with these provisions requiring it to provide the Debtors, counsel appointed for the statutory committee of unsecured creditors (the “Creditors Committee”), counsel appointed for the Committee of the Equity Security holders (“Equity Committee”), the members of the Joint Fee Review Committee (“Fee Committee”) and the United States Trustee for the Southern District of New York (the “United States Trustee”) with, on a monthly basis, a statement of Groom’s fees and disbursements accrued during the previous month.

5. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, counsel for the Creditors Committee, counsel for the Equity Committee, members of the Fee Committee, and the United States Trustee are each being provided with a copy of the Second Interim Fee Application.

Dated: Washington, D.C.
July 31, 2006

Respectfully submitted,

/s/ Lonie A. Hassel

Lonie A. Hassel
GROOM LAW GROUP, CHARTERED
1701 Pennsylvania Avenue N.W., Suite 1200
Washington, D.C. 20006
Telephone: (202) 857-0620
Facsimile: (202) 659-4503

SPECIAL EMPLOYEE BENEFITS COUNSEL
FOR THE DEBTORS AND DEBTORS-IN-
POSSESSION